

RESOLUTION NO. 12-040

**A RESOLUTION OF THE CITY OF WICHITA, KANSAS,
AUTHORIZING THE CITY TO CONVEY TITLE TO THE
PROJECT; AUTHORIZING EXECUTION OF A SPECIAL
WARRANTY DEED, BILL OF SALE AND TERMINATION AND
RELEASE OF THE LEASE; AND AUTHORIZING THE
EXECUTION OF ALL SUCH OTHER DOCUMENTS
NECESSARY TO CONVEY TITLE TO SUCH PROJECT TO BG
PRODUCTS, INC.**

WHEREAS, pursuant to the provisions of K.S.A. 12-1740, *et seq.*, as amended (the “Act”), the City of Wichita, Kansas (the “City”), in order to stimulate and develop the general economic welfare and prosperity of the City and its environs, and thereby to further promote, stimulate and develop the general economic welfare and prosperity of the State of Kansas, previously issued its City of Wichita, Kansas, Industrial Revenue Bonds, Series X-A, 1998 (BG Products Project) in the original aggregate principal amount of \$3,685,000 (the “Series X-A, 1998 Bonds”) and its Taxable Industrial Revenue Bonds, Series X-B, 1998 (BG Products Project) in the original principal amount of \$930,000, for the purpose of financing the costs of acquiring, constructing and equipping certain improvements (the “Project”) to an existing manufacturing; and

WHEREAS, pursuant to the Act, the City leased the Project to BG Products, Inc., a corporation organized under the laws of the State of Kansas (the “Tenant”) pursuant to a certain Lease dated as of July 1, 1998 (the “Lease”); and

WHEREAS, the outstanding Bonds have been paid in full at their maturity; and

WHEREAS, UMB Bank of Wichita, Kansas (the “Trustee”), has provided written verification and the Trustee has also confirmed that no event of default is outstanding under the Lease; and

WHEREAS, the City has received notice of the Tenant’s intent to exercise its option to purchase the Project and the City wishes to expedite that process.

**NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE CITY
OF WICHITA, KANSAS:**

1. That the City acknowledges receipt of the Tenant's notice of its intent to exercise its option to purchase the Project as set forth in the Lease.

2. That the City is hereby authorized to convey the Project to the Tenant in exchange for the performance of the covenants and payment of the consideration established by the Lease as conditions precedent to such conveyance, including but not limited to the payment by the Tenant of \$1,000.00 to the City pursuant to Section 17.1 of the Lease.

3. That the Mayor or Vice Mayor are hereby authorized to execute, and the City Clerk or Deputy City Clerk are hereby authorized to attest, all documents necessary to effect the sale of the Project to the Tenant including but not limited to a Special Warranty Deed, the Bill of Sale, Termination and Release of Lease, and termination of all existing financing statements.

4. That the Mayor or City Clerk, or other appropriate staff of the City, are respectively authorized to deliver the documents referenced in the foregoing paragraph to the Trustee, for delivery on behalf of the City, at such time as the Trustee shall have received, and certified receipt of, all sums necessary to pay the Bonds (together with all costs, expenses and premiums of such payment).

5. That the Mayor or Vice Mayor and the City Clerk or Deputy City Clerk, or other appropriate staff of the City, are hereby authorized and directed to take all such other actions not inconsistent herewith as may be appropriate or desirable to accomplish the purpose of this Resolution.

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PASSED AND APPROVED by the governing body of the City of Wichita, Kansas this 14th day of February, 2012.

CITY OF WICHITA, KANSAS

[Seal]

By: _____
Carl Brewer, Mayor

ATTEST:

Karen Sublett, City Clerk

Approved as to Form:

Gary E. Rebenstorf
City Attorney